

**VERITONE, INC.**  
**CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER**  
**(as adopted April 2017)**

**I. Organizational Matters**

A. Formation; Purpose. The Corporate Governance and Nominating Committee (the “Governance Committee”) is appointed by the Board of Directors (the “Board”) of Veritone, Inc. (the “Company”) to assist the Board in fulfilling certain of the Board’s oversight responsibilities to ensure that the Board is properly constituted to meet its fiduciary obligations to stockholders and the Company and that the Company has and follows appropriate governance standards. The Governance Committee’s purposes shall be:

1. To develop, continually assess and monitor compliance with corporate governance principles applicable to the Company;
2. To oversee the evaluation of the Board and its committees and Company management;
3. To identify, evaluate and recommend prospective director nominees; and
4. To assist the Board in establishing appropriate committees and recommend members for such committees.

B. Membership Qualifications; Terms.

1. The Governance Committee shall be comprised of at least three (3) members of the Company’s Board of Directors. The members of the Governance Committee shall be designated and approved by a majority of the whole Board and shall serve for one-year terms. The Board shall designate one member of the Governance Committee to serve as Chairperson. The members of the Governance Committee shall serve until their resignation, retirement, or removal by the Board or until their successors shall be appointed. No member of the Governance Committee shall be removed except by majority vote of the independent directors of the full Board then in office.
2. No member of the Governance Committee shall have a relationship that may interfere with his independence from management and the Company or with the exercise of his duties as a committee member.
3. Each member shall meet the independence standards defined in (a) Rule 5605(a)(2) and/or other provisions of the Nasdaq Listing Rules (during such time as the Company’s Common Stock is quoted on the Nasdaq Stock Market), or the listing rules or standards of the exchange on which the Company’s securities are listed, as such listing rules and standards may be amended from time to time, and (b) any other law or regulation applicable to the Company.

C. Powers of the Governance Committee.

1. The Governance Committee shall have the authority to retain special legal, accounting or other consultants to advise the Governance Committee.

2. The Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify Board candidates and shall have sole authority to approve the search firm's fees and other retention terms.
3. The Governance Committee shall have full and unfettered access to all books, records, facilities, and personnel of the Company.
4. The Governance Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditors to attend any meeting of the Governance Committee or to meet with any members of, or consultants to, the Governance Committee.
5. The Governance Committee may form and delegate authority to subcommittees when appropriate.
6. Perform any other activities consistent with this Charter, the Company's Amended and Restated Certificate of Incorporation and bylaws (as may be amended from time to time), and governing laws, as the Governance Committee or the Board deems necessary or appropriate.

D. Funding. The Company shall provide appropriate funding, as determined by the Governance Committee, for payment of reasonable compensation to any search firm, consultant or other adviser retained by the Governance Committee.

E. Review of Charter. The Governance Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

F. Meetings. The Governance Committee shall hold at least three (3) regular meetings during each calendar year.

## **II. Meetings and Procedures**

- A. The Governance Committee shall meet as often as it may deem necessary and appropriate in its judgment, which meetings may be in person or by telephone conference or other communications equipment by means of which all persons participating in the meeting can hear each other.
- B. A majority of the members of the Governance Committee shall constitute a quorum of the Governance Committee. The Governance Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Governance Committee may act by unanimous written consent in accordance with the Company's bylaws.
- C. The Secretary of the Company, a Chairperson of the Governance Committee or a majority of the members of the Governance Committee may call a meeting of the Governance Committee.
- D. The Governance Committee may delegate authority to one or more members of the Governance Committee where appropriate, but no such delegation shall be permitted if the authority is required by law, regulation, or listing standard to be exercised by the Governance Committee as a whole.

- E. The Governance Committee shall fix its own rules of procedure, which shall be consistent with the bylaws of the Company and this Charter.
- F. The Governance Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

### **III. Responsibilities**

The following shall be the principal recurring processes of the Governance Committee in carrying out its responsibilities. The processes are set forth as a guide with the understanding that the Governance Committee may supplement them as appropriate.

#### **A. Corporate Governance Generally.**

1. Develop corporate governance guidelines and recommend such principles to the Board for consideration and approval.
2. Review and reassess, at least annually, the adequacy of the corporate governance guidelines, recommend to the Board any changes thereto as deemed appropriate, and evaluate and report on the Board's compliance therewith.
3. Regularly review issues and developments relating to corporate governance and make recommendations to the Board as deemed appropriate.
4. Evaluate and make recommendations to the Board regarding corporate governance matters which may arise in the management and operation of the Company, including matters relating to the Company's charter and bylaws provision, elections under state corporation laws, director nomination and proxy proposal mechanisms, stockholder rights plans and other anti-takeover protections.
5. Review and make recommendations to the Board regarding the Company's responses to proposals received from stockholders, and engage with proponents of approved stockholder proposals to obtain additional information for the Board's reconsideration of such proposals.
6. Evaluate and make recommendations to the Board regarding the frequency of stockholder advisory votes on executive compensation, and review and evaluate the results of such advisory votes and make recommendations to the Board in response thereto.
7. Recommend ways to enhance services to and improve communications and relations with stockholders.

#### **B. Board Composition, Evaluation and Nominating Activities.**

1. Evaluate the size and composition of the Board and recommend changes to the Board.
2. Establish and review annually the criteria for Board membership including issues of independence character, judgment, diversity, age, expertise, corporate experience, and other relevant matters.
3. Annually assess the independence of Board members.

4. Consider and recommend to the independent directors the person to be appointed as Lead Independent Director (when applicable).
5. Evaluate the performance of current Board members proposed for reelection, and recommend the director nominees each year for approval by the Board and the stockholders.
6. Consider, develop and recommend to the Board such policies and procedures with respect to the nomination of directors or other corporate governance matters as may be required or required to be disclosed pursuant to any rules promulgated by the Securities and Exchange Commission, NASDAQ or otherwise considered to be desirable and appropriate in the discretion of the Governance Committee.
7. Consider and recommend candidates for election to the Board or to fill vacancies on the Board, and review and consider any candidates recommended by stockholders in accordance with the bylaws of the Company.
8. Lead an annual Board performance evaluation, including conducting surveys of director observations, suggestions and preferences.
9. Evaluate and recommend termination of membership of individual directors in accordance with the Board's corporate governance guidelines, for cause or for other appropriate reasons.
10. Periodically review and reassess minimum stock ownership guidelines for directors and monitor compliance with such guidelines.

C. Board Committees.

1. Periodically review the structure of the Board's committees and make recommendations to the Board for the creation of additional committees or the disbanding of any committee.
2. Annually review each committee's charter and make recommendations to the Board for any changes thereto.
3. Recommend to the Board persons to be members and chairs of each committee, and the rotation of such persons.
4. Lead an annual review by the Board of the performance of each committee.

D. Conflicts of Interest; Ethics.

1. Consider questions of possible conflicts of interest of Board members and of corporate officers.
2. Review actual and potential conflicts of interest (including corporate opportunities) of Board members and officers, and clear any involvement of such persons in Company matters that may involve a conflict of interest.

3. Periodically review the Company's Code of Ethics, and review any proposed waivers of such Code of Ethics and provide recommendations with respect thereto to the Board.

E. Management Evaluation, Succession and Other Matters.

1. Conduct an annual performance evaluation of the Chief Executive Officer based upon objective criteria including business performance, accomplishment of long-term goals, development of management succession plans and other matters deemed pertinent to performance, and report to the independent directors and the Governance Committee on such evaluation.
2. Periodically review the functions of the Chief Executive Officer and other senior management and recommend changes, and review the outside activities of executive officers.
3. Annually review the succession plan for the Chief Executive Officer in case of resignation, retirement or death, and make recommendations to the Board with respect to the selection of successors.
4. Review periodically with the Chief Executive Officer succession plans for other senior management positions.
5. Periodically review and reassess minimum stock ownership guidelines for the Chief Executive Officer and other senior management and monitor compliance with such guidelines.

F. General Responsibilities.

1. Report to the Board on matters discussed at each of its meetings.
2. Investigate any matter brought to its attention within the scope of its duties.
3. Annually evaluate its own performance.
4. Perform other functions as requested by the Board.